

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MISSOURI

FILED

EDWARD DECRISTOFARO,)
INDIVIDUALLY and on behalf of all others)
similarly situated,)

Plaintiff,)

v.)

THE MAY DEPARTMENT STORES)
COMPANY, JOHN L. DUNHAM, JOYCE M.)
ROCHÉ, JAMES M. KILTS, MARSHA)
JOHNSON EVANS, R. DEAN WOLFE,)
MICHAEL R. QUINLAN, HELENE L.)
KAPLAN, RUSSELL E. PALMER, EDWARD)
E. WHITACRE, JR., and WILLIAM P.)
STIRITZ)

Defendants.)

APR - 1 2005

U. S. DISTRICT COURT
E. DIST. OF MO.
ST. LOUIS

Cause. No.

05CV00526DJS

Jury Demand

NOTICE OF REMOVAL

PLEASE TAKE NOTICE that Defendants The May Department Stores Company, John L. Dunham, Joyce M. Roché, James M. Kilts, Marsha Johnson Evans, R. Dean Wolfe, Michael R. Quinlan, Helene L. Kaplan, Russell E. Palmer, Edward E. Whitacre, Jr., and William P. Stiritz ("Defendants"), by their undersigned attorneys, file this Notice of Removal to remove this action from the Circuit Court of St. Louis City of the State of Missouri, to the United States District Court for the Eastern District of Missouri pursuant to 15 U.S.C. §§ 77p(c) and 78bb(f)(2) and 28 U.S.C. §§ 1331 and 1441(b).

In support of its Notice of removal, the Defendants state as follows:

BACKGROUND TO NOTICE OF REMOVAL

1. On or about March 1, 2005, plaintiff Edward Decristofaro filed an action in the Circuit Court of St. Louis County of the State of Missouri captioned *Edward Decristofaro, individually and on behalf of all others similarly situated, v. The May Department Stores Company, John L. Dunham, Joyce M. Roché, James M. Kilts, Marsha Johnson Evans, R. Dean Wolfe, Michael R. Quinlan, Helene L. Kaplan, Russell E. Palmer, Edward E. Whitacre, Jr., and William P. Stiritz, cause number 054-00584.*

2. Service of the summons and complaint was effected on Defendants on March 3, 2005. A true and correct copy of the summons and complaint is attached hereto as Exhibit A.

REMOVAL PURSUANT TO 15 U.S.C. § 78bb(f)(2)

3. The Securities Litigation Uniform Standards Act of 1998 ("SLUSA") provides as follows:

(1) Class Action Limitations

No covered class action based upon the statutory or common law of any State or subdivision thereof may be maintained in any State or Federal court by a private party alleging –

(A) a misrepresentation or omission of material fact in connection with the purchase or sale of a covered security; or

(B) that the defendant used or employed any manipulative or deceptive device or contrivance in connection with the purchase or sale of a covered security.

(2) Removal of covered class actions

Any covered class action brought in any State court involving a covered security, as set forth in paragraph (1), shall be removable to the Federal district court for the district in which the action is pending and shall be subject to paragraph (1).

15 U.S.C. §§ 77p(b) and (c); 78bb(f)(1) and (2).

4. This action is a "covered class action" under SLUSA (15 U.S.C. §§ 77p(f)(2)(A)(i)(II), 78bb(f)(5)(B)(i)(II)) because Plaintiff seeks to recover damages on a representative basis on behalf of himself and a prospective nationwide class of unnamed parties and alleges that members of the class are similarly situated, and that questions of law and fact common to the members of the prospective class predominate over any questions affecting only individual persons or members. (Compl. ¶¶ 1, 20, 23, 26, 45.)

5. The covered class action involves a "covered security" under SLUSA (15 U.S.C. §§ 77p(f)(3), 78bb(f)(5)(E) (referencing § 77r(b))) because the securities allegedly involved in the action are listed on the New York Stock Exchange. (Compl. ¶ 8.)

6. The action is removable under 15 U.S.C. §§ 77p(c), 78bb(f)(2), because it is: (a) a "covered class action" allegedly based upon the common law of Delaware (Compl. ¶ 48) and is brought in the Courts of the State of Missouri; (b) involves a "covered security"; and (c) alleges that the Defendants made misrepresentations or omissions of material fact in connection with the purchase or sale of a covered security, and/or that Defendants used or employed a manipulative or deceptive device or contrivance in connection with the purchase or sale of a covered security (Compl. ¶¶ 1, 2, 4, 34, 36, 42(e), 48, 57).

7. Thus, the action is a civil action over which this Court has original jurisdiction pursuant to 15 U.S.C. §§ 77p(c), 78bb(f)(2) and 28 U.S.C. § 1331 without regard to the amount in controversy or the citizenship of the parties and is properly removable pursuant to 15 U.S.C. §§ 77p(c), 78bb(f)(2) and 28 U.S.C. § 1441(b).

THE REMOVAL PREREQUISITES HAVE BEEN SATISFIED

8. Pursuant to 28 U.S.C. § 1446(b), this Notice of Removal is being filed within thirty (30) days after receipt of the Summons and Complaint and is, therefore, timely.

9. Pursuant to Local Rule 81-2.03, attached hereto as Exhibit A are copies of all process, pleadings, orders and other documents on file in the State Court.

10. A true and correct copy of the Notice of Filing of Removal, with a copy of this Notice of Removal attached, has been served upon counsel for Plaintiff and will be filed promptly with the Clerk of the Circuit Court of City St. Louis, State of Missouri.

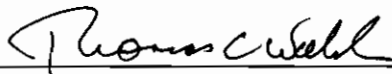
11. No previous application has been made by Defendants for this or similar relief.

12. All Defendants presently in the case expressly consent to the removal of this Action by and through their undersigned counsel.

WHEREFORE, Defendants desiring to remove this action to the United States District Court for the Eastern District of Missouri, hereby request that the filing of this Notice of Removal shall effect the removal of said civil action to this Court.

Dated: April 1, 2005

Respectfully submitted,



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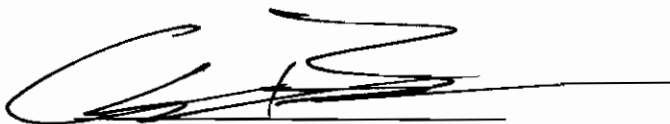
CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing "Notice of Removal" has been served this 1st day of April, 2005 upon:

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A handwritten signature in black ink, appearing to be "CJ", with a long horizontal line extending to the right.